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If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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ANCOM NYLEX BERHAD

(Registration No. 196901000122 (8440-M))
(Incorporated in Malaysia)

**PART A :
CIRCULAR TO SHAREHOLDERS**

in relation to

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPTs")
OF A REVENUE OR TRADING NATURE
("Proposed Renewal of Shareholders' Mandate for RRPTs")**

**PART B :
STATEMENT**

in relation to

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK
("Proposed Renewal of Share Buy-Back Mandate")**

THIS CIRCULAR/STATEMENT IS ISSUED IN CONJUNCTION WITH THE RELEVANT RESOLUTIONS TO BE TABLED AT THE 57TH ANNUAL GENERAL MEETING ("AGM") OF THE COMPANY.

The relevant resolutions in respect of the above proposals will be tabled as Special Businesses at the Company's **57th AGM**, which will be held at **Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia** on **Thursday, 29 October 2026** at **11.30 a.m.**

The Notice of 57th AGM together with the Proxy Form are enclosed in the Company's Annual Report 2026 which is available on the Company's website at <https://ancomnylex.com/annual-general-meeting/>.

A member entitled to vote at the Company's 57th AGM is entitled to appoint proxy(ies) to attend and vote on his/her behalf. If you wish to do so, you must complete and deposit the Proxy Form in accordance with the instructions therein at office of the Company's Share Registrar at Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, lodge the Proxy Form electronically (Please refer to the Administrative Guides for Shareholders) not less than 48 hours before the time appointed for holding the 57th AGM.

Last date and time for lodging the Proxy Form : Tuesday, 27 October 2026 at 11.30 a.m.

Date and time of 57th AGM : Thursday, 29 October 2026 at 11.30 a.m.

This Circular / Statement is dated 30 September 2026.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular / Statement:

Act	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting
ANB or Company	:	Ancom Nylex Berhad [Registration No : 196901000122 (8440-M)]
ANB Group or Group	:	ANB and its subsidiaries
ANB Share(s) or Share(s)	:	Ordinary share(s) of ANB
Board	:	Board of Directors of ANB
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No : 200301033577 (635998-W)]
Code	:	Malaysian Code on Takeovers and Mergers, 2010, including any amendments thereto that may be made from time to time
Director(s)	:	Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of ANB or any other company which is its subsidiary or holding company or a chief executive officer of ANB, its subsidiary or holding company
EPS	:	Earnings per share
HELM AG	:	HELM AG (Registration No. HRB 22263)
HELM Asia	:	Helm Asia Pte. Ltd. (Registration No. : 201500540E)
HELM Group	:	HELM AG and its subsidiaries
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time
LPD	:	Latest practicable date prior to the printing of this Circular / Statement, being 1 September 2026.
Major Shareholder(s)	:	A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is (a) ten percent (10%) or more of the total number of voting shares in the Company; or (b) five percent (5%) or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act. It also includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company (as defined above) or any other company which is its subsidiary or holding company
MMOSB	:	Malay Mail Online Sdn. Bhd. [Registration No : 202001023197 (1379517-W)]
NA	:	Net assets

DEFINITIONS (cont'd)

Person Connected	:	In relation to any person (referred to as "said Person") means such person who falls under any one of the following categories : (a) a family member of the said Person; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary; (c) a partner of the said Person; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than twenty percent (20%) of the votes attached to voting shares in the body corporate; or (g) a body corporate which is a related corporation of the said Person.
Proposed Renewal of Shareholders' Mandate for RRPTs	:	Proposed renewal of shareholders' mandate for transactions of a revenue or trading nature with the existing transacting related party(ies)
Proposed Renewal of Share Buy-Back Mandate	:	Proposed renewal of shareholders' mandate for the purchase by ANB of its own shares not exceeding, in aggregate, ten percent (10%) of the total number of issued ANB Shares
Related Party(ies)	:	A Director, Major Shareholder or person connected with such director or Major Shareholder
RM	:	Ringgit Malaysia
RRPT(s)	:	Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations and in the ordinary course of business of ANB Group
Share Buy-back	:	The purchases of Shares pursuant to the Proposed Renewal of Share Buy-Back Mandate
Treasury Share(s)	:	The purchased shares which are retained by the Company and shall have the meaning given under Section 127 of the Act

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular / Statement to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular / Statement shall be a reference to Malaysian time, unless otherwise specified.

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PART A

Proposed Renewal of Shareholders' Mandate
for RRPTs



ANCOM NYLEX BERHAD

(Registration No. 196901000122 (8440-M))
(Incorporated in Malaysia)

Registered Office

Level 13, Menara 1 Sentrum
201, Jalan Tun Sambanthan
Brickfields, 50470 Kuala Lumpur
Malaysia

30 September 2026

Board of Directors

Datuk Anuar Bin Ahmad	<i>(Independent Non-Executive Chairman)</i>
Dato' Siew Ka Wei	<i>(Executive Vice Chairman)</i>
Datuk Lee Cheun Wei	<i>(Managing Director / Group Chief Executive Officer)</i>
Maliki Kamal Bin Mohd Yasin	<i>(Independent Non-Executive Director)</i>
Tan Sri Dato' Sri Mohamad Fuzi Bin Harun	<i>(Independent Non-Executive Director)</i>
Christina Foo	<i>(Independent Non-Executive Director)</i>
Stephan Schnabel	<i>(Non-Independent Non-Executive Director)</i>
Kew Hui Chin	<i>(Non-Independent Non-Executive Director)</i>
Datuk Seri Dr Awang Adek Bin Hussin	<i>(Independent Non-Executive Director)</i>
Datuk Seri Kamaludin Bin Md Said	<i>(Independent Non-Executive Director)</i>
Siew Ka Kheong	<i>(Alternate Director to Dato' Siew Ka Wei)</i>

To: The Shareholders of ANB

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPTS") OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPTS")

1. INTRODUCTION

At the 56th AGM held on 29 October 2025, the Company had obtained its shareholders' mandate in respect of RRPTs. The said mandate shall lapse at the conclusion of the forthcoming 57th AGM scheduled to be held on 29 October 2026.

On 18 September 2026, the Company announced its intention to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate for RRPTs at the 57th AGM.

The purpose of this circular is to provide the shareholders with the relevant information on the Proposed Renewal of Shareholders' Mandate for RRPTs, sets out the views and recommendations of the Board and to seek the approval of the shareholders for the resolution to be tabled at the 57th AGM of the Company.

2. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPTS

2.1 Introduction

Pursuant to Paragraph 10.09(2) of the Listing Requirements and Practice Note No. 12, the Company may seek a mandate from shareholders in respect of RRPT subject to, inter-alia, the following:

- the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- the Company's circular to shareholders seeking mandate from the shareholders shall include information as may be prescribed by Bursa Securities;
- in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him would abstain from voting on the resolution approving the transactions; and
- the Company to immediately announce to Bursa Securities when the actual value of RRPTs entered into by the Company exceeds the estimated value of the RRPTs disclosed in the Company's circular to shareholders by ten percent (10%) or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Transaction Details

The Company is principally a management and investment holding company with its subsidiaries involved in, inter alia, the following:

- Agricultural Chemicals – Crop Protection (Crop protection solutions supporting food security);
- Industrial Chemicals – Specialty & Industrial Supply (Specialty and industrial chemicals serving diverse manufacturing sectors);
- Polymer – Materials & Polymer Solutions (Polymer materials and solutions for industrial and regional markets);
- Logistics – Transportation & Warehousing (Integrated logistics, terminals and supply chain infrastructure); and
- Others – Animal Health, Media, Information Technology, Healthcare and Investments.

The companies within the Group have entered into certain RRPTs in the ordinary course of business and it is anticipated that they would continue to enter into such RRPTs with some degree of frequency at any time.

In this regard, the Board proposes to seek a mandate from the shareholders for the Group, in its ordinary course of business, to continue to enter into such RRPTs provided that such RRPTs are necessary for the day-to-day operations of ANB Group and are made at arm's length, based on normal commercial terms that are not more favourable to the Related Party(ies) than those generally available to the public and are not to the detriment of minority shareholders of the Company.

The Proposed Renewal of Shareholders' Mandate for RRPTs will apply to transactions with the following Related Parties as detailed in the following page.

<i>Related Party</i>	<i>Transacting Party</i>	<i>Relationship between ANB Group and the Related Party</i>	<i>Nature of Transactions</i>	<i>Estimated Value for Previous Mandate</i> (RM'000)	<i>Actual Value Transacted from Previous Mandate Obtained up to LPD</i> (RM'000)	<i>Deviation of Actual Value against Estimated Value for Previous Mandate</i> (RM'000) / (%)	<i>Estimated Value for Current Mandate</i> (RM'000)
HELM Group	ANB Group	(Note 1)	Purchase of methanol by ANB Group from HELM Asia	62,000	56,200	5,800 / 9.4%	115,500 (Note 3)
			Sale of agrichemical products (insecticides, herbicides and fungicides and related products) by ANB Group to HELM Group	10,000	5,336	4,664 / 46.6%	40,000 (Note 3)
MMOSB	ANB Group	(Note 2)	Provision of advertising space in the media channels by MMOSB to ANB Group	4,000	2,261	1,739 / 43.5%	4,000 (Note 3)

Note 1

- (i) ANB Group refers to ANB and its subsidiaries.
HELM Group refers to HELM AG and its subsidiaries.
- (ii) Stephan Schnabel ("SS") is a Director and Major Shareholder of ANB via his interest in HELM AG. HELM AG holds 18.02% direct interest in ANB. SS is a director and the sole shareholder of HELM AG. HELM Asia is a wholly-owned subsidiary of HELM AG.
Kew Hui Chin ("KHC") is the Managing Director of HELM Asia. She does not hold any shares in ANB. She is deemed to have an interest in the RRPTs due to her position in HELM Asia.
- (iii) By virtue of the above relationships, HELM Group is deemed related to ANB. SS and KHC are the interested Directors. SS and HELM AG are the interested Major Shareholders.

Note 2

- (i) ANB Group refers to ANB and its subsidiaries.
- (ii) Dato' Siew Ka Wei ("DSKW") is a Director and Major Shareholder of ANB through his direct and indirect interest in the Company. His indirect interest includes the interests of family members namely Datin Young Ka Mun ("DYKM"), Siew Ka Kheong ("SKK"), Quek Lay Kheng ("QLK") and Siew Yuen Tuck ("SYT").
- (iii) DSKW is a director and the sole shareholder of Dahlia Megah Sdn. Bhd. ("DMSB"). DMSB holds 30% direct interest in MMOSB while DSKW holds 31% direct interest in MMOSB. DSKW is also a director of MMOSB.
- (iv) By virtue of the above relationships, MMOSB is deemed a related party to ANB. DSKW is the interested Director and the interested Major Shareholder whereas DYKM, SKK, QLK and SYT are the Interested Persons Connected.

Note 3

The basis of arriving of the estimated value is based on the value of transactions undertaken as well as the anticipated / forecasted trend or latest information available relating to these transactions. The estimated value covers for the period from current AGM to the next AGM, and it may vary and subject to changes.

2.3 Amount Due and Owing to ANB Group

As at LPD, there is no outstanding amount due and owing to ANB Group by the Related Parties which exceeded the credit term for the RRPTs.

2.4 Rationale and Benefits

The RRPTs to be entered into by the Group are all in the ordinary course of business and reflect the long-term commercial relationship between the parties. The RRPTs are conducted on an arm's length basis and undertaken on terms that are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of minority shareholders.

It is envisaged that in the normal course of the Group's business, the RRPTs between the Group and the Related Parties are likely to occur from time to time and it may be impractical to seek Shareholders' approval on a case-to-case basis before entering into such RRPTs. The Proposed Renewal of Shareholders' Mandate for RRPTs would avoid the necessity to convene separate general meetings from time to time. This would substantially reduce administrative time, inconvenience and expenses associated with the convening of such general meetings on an ad-hoc basis and allow manpower resources and time to be channelled towards attaining other corporate objectives.

2.5 Review Procedures

The thresholds for the approval of RRPTs within the Group are as follows :

- (i) RRPTs below RM1,000,000 each in value will be reviewed and approved by the Directors or such other senior executive(s) (not being a person connected to the Related Party) designated by the Audit Committee from time to time for such purpose, and tabled for review by the Audit Committee on a quarterly basis ;
- (ii) RRPTs equal to or exceeding RM1,000,000 each in value will be reviewed and approved by the Audit Committee.

The Group has established the following procedures in relation to the RRPTs :

- (i) The relevant employees of the Group are notified of the identities of the Related Parties and will be required prior to entering into such transaction, to ensure that all the RRPTs are consistent with the Group's normal business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders.
- (ii) The transaction prices and terms are determined based on the prevailing market rates which are determined by market forces and other relevant factors. Where practical and feasible, quotations and/or tenders will be obtained from unrelated parties for the same or substantially similar products or services for at least two (2) other contemporaneous transactions with unrelated third parties for similar services will be used as comparison, wherever possible, to determine whether the price and terms offered to the Related Parties are fair and reasonable and comparable to those offered to other unrelated third parties for the same or substantially similar type of services. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there has not been any similar or substantially similar transactions between the Group and unrelated third parties, the terms of the transactions for the products or services will be in accordance with applicable industry norms, usual business practices, prevailing commercial rates and at rates not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.
- (iii) RRPTs with HELM Group will be reviewed separately due to its multiple shipments and large transaction value per transaction, to ensure they are in accordance with the respective contracts entered into between HELM Group and the Group which will be approved by the Audit Committee as a governing framework and the RRPTs entered into are within the approved commercial parameters.
- (iv) Directors, major shareholders and officers who are interested in the RRPTs must disclose their interests, direct and indirect, in the RRPTs to the Audit Committee and/or Board and abstain from all deliberations and voting at Committee/Board meetings and shareholders meeting to approve the RRPTs.

- (v) All RRPTs will be reviewed monthly by the Company's Finance Department to ensure they are within the shareholders' mandate obtained.
- (vi) Records will be maintained by the Company's Finance Department to capture all RRPTs which are entered into pursuant to the Proposed Renewal of Shareholders' Mandate for RRPTs.
- (vii) Additional information pertaining to the RRPTs may be requested from independent sources or advisers, if required.
- (viii) The Company's internal audit plan will incorporate an annual review of all RRPTs entered into during the financial year to ensure that the relevant approvals have been obtained and the review procedures are adhered to.
- (ix) Disclosure will also be made in the subsequent annual report of the Company on the amount of RRPTs transacted pursuant to the Proposed Renewal of Shareholders' Mandate for RRPTs.
- (x) The Audit Committee will also consider from time to time whether the established guidelines and procedures for RRPTs have become inappropriate and/or are unable to ensure that the transactions will be on normal commercial terms, and/or will prejudice the interests of shareholders generally. Notwithstanding the above, the guidelines and procedures for RRPTs will be reviewed by the Audit Committee at least once in a financial year.

2.6 Statement by Audit Committee

The Audit Committee has reviewed the procedures as stated in Section 2.5 above and is satisfied that the procedures are sufficient to ensure that the RRPTs are monitored, tracked and identified in a timely and orderly manner. The RRPTs will be undertaken on terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

It is the view of the Audit Committee that the review procedures are sufficient to ensure that the transactions are conducted on arm's length basis. The Audit Committee shall have the discretion to request for additional procedure to be followed if it considers such a request to be appropriate. The RRPTs are presented to the Audit Committee on a quarterly basis whereas the RRPT procedures are reviewed annually by the Audit Committee.

2.7 Validity

The authority to be conferred pursuant to the Proposed Renewal of Shareholders' Mandate for RRPTs, if approved at the 57th AGM, will continue to be in force until:

- the conclusion of the next AGM of the Company following the forthcoming 57th AGM at which the Proposed Renewal of Shareholders' Mandate for RRPTs is approved, at which time it will lapse unless the authority is renewed by a resolution passed at a general meeting of the Company; or
- the expiration of the period within which the next AGM of the Company after the forthcoming 57th AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders at a general meeting; whichever is the earlier.

2.8 Effects

The Proposed Renewal of Shareholders' Mandate for RRPTs will not have any effect on the share capital and shareholding structure of the Company. There will also be no impact on the consolidated NA and EPS of the Group.

2.9 Directors', Major Shareholders' and Persons Connected with Directors and/or Major Shareholders' Interests

The direct and indirect interest of the interested Directors, Major Shareholders and Persons Connected to them as at LPD are disclosed in the following page.

	As at LPD			
	Direct		Indirect	
	No. of shares	%*	No. of shares	%*
<u>Interested Directors</u>				
DSKW	145,577,746	14.02	20,066,301 [#]	1.93
SS	-	-	187,156,845 [@]	18.02
KHC ^{\$}	-	-	-	-
<u>Interested Major Shareholders</u>				
DSKW	145,577,746	14.02	20,066,301 [#]	1.93
HELM AG	187,156,845	18.02	-	-
SS	-	-	187,156,845 [@]	18.02
<u>Persons Connected with the Interested Directors / Major Shareholders</u>				
SKK	12,151,371	1.17	6,058,244 ^{&}	0.58
DYKM	1,590,902	0.15	-	-
QLK	6,058,784	0.58	-	-
SYT	265,244	0.03	-	-

Notes:

* Based on share capital of 1,038,359,281 ordinary shares (excludes 111,640,719 treasury shares)

[#] Deemed interested by virtue of his interest held through family members, namely DYKM, SKK, QLK and SYT pursuant to Section 59(11)(c) and/or Section 8(4) of the Act.

[@] Deemed interested by virtue of his interest held through HELM AG, a company which he has 100% equity interest, pursuant to Section 59(11)(c) and/or Section 8(4) of the Act.

[&] Deemed interested by virtue of his interest held through his wife, QLK pursuant to Section 59(11)(c) and/or Section 8(4) of the Act.

^{\$} Deemed interested by virtue of her position as Managing Director of HELM Asia.

The abovementioned interested Directors, Major Shareholders and Persons Connected to them will abstain from voting on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs at the 57th AGM in respect of their direct and/or indirect shareholdings.

DSKW, SS and KHC, being the Directors interested in the Proposed Renewal of Shareholders' Mandate for RRPTs, have abstained and will continue to abstain from the Board's deliberations on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs and will abstain from voting in respect of their direct and/or indirect shareholdings in ANB on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs at the 57th AGM.

DSKW, SS and HELM AG, being the Major Shareholders interested in the Proposed Renewal of Shareholders' Mandate for RRPTs, will abstain from voting in respect of their direct and/or indirect shareholdings in ANB on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs at the 57th AGM.

SKK, DYKM, QLK and SYT, being the Persons Connected to DSKW, will abstain from voting in respect of their direct and/or indirect shareholdings in ANB on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs at the 57th AGM.

DSKW, SS and KHC, being the interested Directors and DSKW, SS and HELM AG, being the interested Major Shareholders, have undertaken that they will ensure that the Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in ANB on the resolution approving the Proposed Renewal of Shareholders' Mandate for RRPTs at the 57th AGM.

Save as disclosed in the above, none of the Directors or Major Shareholders or Persons Connected to them has any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate for RRPTs.

3. DIRECTORS' RECOMMENDATION

The Directors (with the exception of DSKW, SS and KHC), having considered all aspects of the Proposed Renewal of Shareholders' Mandate for RRPTs, is of the opinion that it is in the best interest of shareholders and the Company. Accordingly, the Directors, except for DSKW, SS and KHC, who have abstained from giving an opinion and making a recommendation on the Proposed Renewal of Shareholders' Mandate for RRPTs, recommend that the shareholders vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate for RRPTs to be tabled at the forthcoming 57th AGM.

4. SHAREHOLDERS' APPROVAL AND 57TH AGM

The Proposed Renewal of Shareholders' Mandate for RRPTs is subject to the approval of the shareholders at the forthcoming 57th AGM.

The 57th AGM, the Notice of which is enclosed in the Company's Annual Report 2026 and is also available on the Company's website at <https://ancomnylex.com/annual-general-meeting/>, will be held at Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 29 October 2026 at 11.30 a.m.

If you are unable to attend and vote in person at the 57th AGM, you may appoint a proxy(ies) to do so by completing and depositing the Proxy Form in accordance with the instructions therein at the Company's Share Registrar's office at Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, to deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than 48 hours before the appointed time for the 57th AGM. You can also lodge the Proxy Form electronically (Please refer to the Administrative Guides for Shareholders).

The lodging of the Proxy Form does not preclude you from attending and voting in person at the 57th AGM should you subsequently wish to do so. If you do, your proxy shall be precluded from attending the 57th AGM.

5. FURTHER INFORMATION

Shareholders are requested to refer to the attached appendices for further information.

Yours faithfully
For and on behalf of the Board
ANCOM NYLEX BERHAD

Christina Foo
Chairman of the Audit Committee

PART B

Proposed Renewal of Share Buy-Back Mandate



ANCOM NYLEX BERHAD

(Registration No. 196901000122 (8440-M))
(Incorporated in Malaysia)

STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK ("PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE")

The purpose of this Statement is to provide the shareholders with details of the Proposed Renewal of Share Buy-Back Mandate, and to seek the approval of the shareholders for the resolution relating thereto to be tabled at the 57th AGM of the Company.

1. INTRODUCTION

At the 56th AGM of the Company held on 29 October 2025, the Company had obtained its shareholders' approval to continue the share buy-back exercise to purchase up to 10% of the total number of issued shares of the Company at any point of time through Bursa Securities. The aforesaid approval shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 57th AGM, unless a new mandate is obtained from its shareholders.

In connection thereto, the Company had on 18 September 2026 announced that it is proposing to seek approval of its shareholders for the resolution in respect of the Proposed Renewal of Share Buy-Back Mandate at the forthcoming 57th AGM.

2. PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

2.1 Validity

The Proposed Renewal of Share Buy-Back Mandate shall be effective upon the passing of the resolution at the forthcoming 57th AGM of the Company and shall continue to remain in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

2.2 Rationale

The Proposed Renewal of Share Buy-Back Mandate will enable the Company to utilise any of its surplus financial resources, which is not immediately required for other uses, to purchase its own Shares from the market. It is expected to stabilise the supply and demand of ANB Shares in the market, as well as the market price of ANB Shares.

If the purchased Shares are maintained as Treasury Shares or cancelled, it will result in a lower number of ANB Shares and may improve the consolidated EPS of the Company, other things being equal.

If the purchased Shares are held as Treasury Shares and subsequently resold on Bursa Securities at a higher price, the Company would realise a gain without affecting the total number of issued shares of the Company. If the Treasury Shares are distributed as share dividends, this would serve to reward the shareholders of the Company.

The Company would buy back the Shares only after the Board has given due consideration to its potential impact on the Company's earnings and financial position and the Board is of the opinion that it would be in the best interest of the Company to do so.

2.3 Treatment of Purchased Shares

In accordance with Section 127(4) of the Act, the Board may, at its discretion, deal with the purchased Shares in the following manner:

- (i) to cancel the purchased Shares; or
- (ii) to retain the purchased Shares as Treasury Shares; or
- (iii) to retain part of the purchased Shares as Treasury Shares and cancel the remainder.

The Treasury Shares may be distributed as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities or transfer for the purposes of an employees' share scheme or as purchase consideration or such other purposes in accordance with Section 127(7) of the Act.

In considering how the purchased Shares will be dealt with, the Directors will take into consideration the effect of such treatment to the Group in arriving at its decision. In addition, an immediate announcement will be made to Bursa Securities upon each purchase, cancellation and or resell of shares pursuant to the Share Buy-back.

2.4 Ranking

While the purchased Shares are held as Treasury Shares, the rights attached to them in relation to voting, dividends and participation in other distribution and otherwise are suspended, and the Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

2.5 Funding

A sum of not exceeding the Company's audited retained profits will be allocated for the Share Buy-back. Based on the latest audited financial statements as at 31 May 2026, the Company's retained profits amounted to RM85.49 million.

The Share Buy-back will be funded through internally generated funds and/or bank borrowings, the breakdown of which will be determined later depending on the actual number of Shares purchased, the purchase price(s) and other relevant cost at the time of purchase(s), and availability of funds. Should the purchase of ANB Shares be financed through bank borrowings, the Board will ensure that there are sufficient funds to repay such borrowings and that the repayment will not have any material adverse effect on the cash flows of ANB Group.

2.6 Potential Advantages and Disadvantages

For the potential advantages of the implementation of the Share Buy-back, please refer to Section 2.2 above.

The potential disadvantages to the Company and its shareholders are as follows:

- (i) Reduce the financial resources which may result in the Company foregoing better investment opportunities that may emerge in the future; and/or
- (ii) Reduce the financial resources which may result in the Company foregoing interest income that may be derived from depositing such funds with interest bearing instruments; and/or
- (iii) Reduce the financial resources available for distribution to shareholders as the funds to be allocated for the Share Buy-Back can only be made out of retained profits of the Company.

The Proposed Renewal of Share Buy-Back Mandate is not expected to cause any potential material disadvantage to the Company or its shareholders as the Directors will only utilise it after due consideration of the financial resources of the Group and the resultant impact to its shareholders.

2.7 Effects

(a) On Share Capital

The Share Buy-back will not have any effect on the issued share capital of ANB as the Company intends to retain the Shares so purchased as Treasury Shares. Nevertheless, certain rights attached to the Shares will be suspended while they are held as Treasury Shares.

2.7 Effects (cont'd)

(b) On NA and EPS

The NA per Share is affected by the number of Shares eventually purchased and the purchase prices of the Shares, the effective cost of funding and the treatment of the Shares purchased.

Upon resale of the Treasury Shares, the NA per Share will increase if the Company realise a gain. Similarly, the EPS will increase if the selling price is higher than the purchase price of such Shares together with the interest forgone or interest expense incurred on the Shares purchased.

(c) On Working Capital

The Share Buy-back would reduce the funds available for working capital purposes of ANB, the quantum of which would depend on the price paid for the Shares, the actual number of the purchased Shares and any associated costs incurred in making the purchase.

If the Treasury Shares are resold, the proceeds arising thereof would increase ANB's working capital. Again, the quantum of the increase would depend on the number of Treasury Shares resold, the selling prices and any associated costs incurred in making the sale.

(d) On Dividend

The Share Buy-back may have an impact on the Company's dividend policy as it would reduce the cash available which may otherwise be used for dividend payments. Nonetheless, the Treasury Shares may be distributed as dividends to the shareholders of the Company if the Board so decides.

3 DIRECTORS', MAJOR SHAREHOLDERS' AND PERSONS CONNECTED WITH DIRECTORS AND/OR MAJOR SHAREHOLDERS' SHAREHOLDING

The following tables illustrates the effects of the Proposed Renewal of Share Buy-Back Mandate on the shareholding of Directors, Major Shareholders and persons connected with Directors and/or Major Shareholders of ANB as at LPD, assuming ANB purchases 3,359,281 Shares which together with the 111,640,719 Treasury Shares remaining, represents 10% of the total number of issued Shares:

	As at LPD				After share buy-back of maximum 10%	
	Direct	No. of Shares Held Indirect	Total	%*	(Shares are cancelled) %**	(Shares are resold) %***
<u>Directors</u>						
Dato' Siew Ka Wei ("DSKW")	145,577,746	20,066,301 ⁽¹⁾	165,644,047	15.95	16.00	14.40
Datuk Lee Cheun Wei ("DLCW")	112,491,242	27,583,646 ⁽²⁾	140,074,888	13.49	13.53	12.18
Stephan Schnabel ("SS")	-	187,156,845 ⁽³⁾	187,156,845	18.02	18.08	16.27
Siew Ka Kheong ("SKK") (Alternate Director to DSKW)	12,151,371	6,058,784 ⁽⁴⁾	18,210,155	1.75	1.76	1.58
<u>Major Shareholders</u>						
DSKW	145,577,746	20,066,301 ⁽¹⁾	165,644,047	15.95	16.00	14.40
DLCW	112,491,242	27,583,646 ⁽²⁾	140,074,888	13.49	13.53	12.18
HELM AG	187,156,845	-	187,156,845	18.02	18.08	16.27
SS	-	187,156,845 ⁽³⁾	187,156,845	18.02	18.08	16.27

	As at LPD				After share buy-back of maximum 10%	
	Direct	No. of Shares Held Indirect	Total	%*	(Shares are cancelled) %**	(Shares are resold) %***
Persons Connected						
SKK	12,151,371	6,058,784 ⁽⁴⁾	18,210,155	1.75	1.76	1.58
Datin Young Ka Mun ("DYKM")	1,590,902	-	1,590,902	0.15	0.15	0.14
Quek Lay Kheng ("QLK")	6,058,784	-	6,058,784	0.58	0.59	0.53
Siew Yuen Tuck ("SYT")	265,244	-	265,244	0.03	0.03	0.02
QuantumVerse Sdn. Bhd. ("QVSB")	27,583,646	-	27,583,646	2.66	2.67	2.40

Notes:

* Based on the total of 1,038,359,281 (Excluding the existing 111,640,719 Treasury Shares)

** Based on the total of 1,035,000,000 (Excluding 115,000,000 Treasury Shares)

*** Based on the total of 1,150,000,000

(1) Deemed interested by virtue of his interests held through family members, namely DYKM, SKK, QLK and SYT.

(2) Deemed interested by virtue of his direct interest in QVSB, a company which he has 50% equity interests.

(3) Deemed interested by virtue of his direct interest in HELM AG, a company which he has 100% equity interests.

(4) Deemed interested by virtue of his interest held through his wife, QLK.

Save as disclosed in the above, none of the Directors, Major Shareholders or Persons Connected to them has any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Mandate and resale of Treasury Shares.

4. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of ANB Shares as traded on Bursa Securities for the past twelve (12) months from September 2025 to August 2026 are set out below:

	Highest (RM)	Lowest (RM)
September 2025	0.9150	0.8850
October 2025	0.9900	0.9050
November 2025	0.9400	0.9100
December 2025	0.9200	0.8750
January 2026	0.9500	0.8750
February 2026	0.9350	0.8850
March 2026	0.9200	0.8400
April 2026	0.9109	0.8317
May 2026	0.9100	0.8700
June 2026	0.8900	0.8350
July 2026	0.8800	0.8150
August 2026	0.8850	0.8507
Last transacted market price on the LPD		0.8750

5. IMPLICATION UNDER THE CODE

Based on the Company's issued share capital and the current shareholdings of the Major Shareholders and/or parties acting in concert as at LPD, and assuming that the Share Buy-back is implemented in full, none of the Major Shareholders and/or parties acting in concert is expected to trigger a mandatory general offer obligation under the Code.

6. DETAILS OF TRANSACTIONS

During the past twelve (12) months,

- a total of 11,871,444 Treasury Shares were cancelled on 31 December 2025;
- a total of 15,372,092 Treasury Shares were cancelled on 6 March 2026;
- a total of 5,000,000 Treasury Shares were cancelled on 7 April 2026;
- a total of 5,000,000 Treasury Shares were cancelled on 22 April 2026;
- a total of 10,427,984 Treasury Shares were distributed as share dividend on 12 May 2026;
- a total of 5,042,161 Treasury Shares were distributed as share dividend on 15 September 2026;
- there were purchases and disposals of Treasury Shares, detailed as below:

	No. of Shares Purchased / (Disposed)	Highest (RM)	Lowest (RM)	Average (RM)	*Consideration Paid / (Received) (RM'000)
September 2025	17,132,400	0.920	0.890	0.908	15,550,471.25
	(24,463,100)	(Refer Note 1)			
October 2025	7,432,100	0.990	0.910	0.949	13,164,578.94
November 2025	8,754,000	0.940	0.915	0.926	8,109,919.27
December 2025	12,422,000	0.920	0.890	0.907	11,265,806.90
January 2026	6,231,300	0.950	0.880	0.927	5,777,740.14
	(4,000,000)	(Refer Note 2)			
	(3,550,000)	(Refer Note 3)			
February 2026	5,240,100	0.935	0.890	0.912	4,781,237.92
March 2026	16,763,300	0.920	0.840	0.900	15,080,603.76
April 2026	9,632,100	0.920	0.840	0.897	8,643,843.04
	(19,962,600)	(Refer Note 4)			
May 2026	7,933,900	0.910	0.870	0.886	7,026,359.85
June 2026	10,238,000	0.890	0.815	0.875	8,959,121.39
July 2026	7,426,700	0.880	0.815	0.859	6,379,784.65
August 2026	4,819,000	0.885	0.855	0.876	4,222,398.93

* Inclusive of brokerage, contract stamp and clearing fees.

	Note 1 26 Sep 2025	Note 2 05 Jan 2026	Note 3 06 Jan 2026	Note 4 27 Apr 2026
Transaction Date	26 Sep 2025	05 Jan 2026	06 Jan 2026	27 Apr 2026
No. of Treasury Shares Disposed	24,463,100	4,000,000	3,550,000	19,962,600
Highest Price (RM)	0.905	0.890	0.890	0.890
Lowest Price (RM)	0.905	0.890	0.890	0.890
Average Price (RM)	0.905	0.890	0.890	0.890
Consideration Received (RM'000)	22,070,688.18	3,547,320.00	3,148,073.65	17,711,413.86

As at LPD, a total of 111,640,719 Treasury Shares were held by the Company representing 9.708% of the total number of issued ANB Shares.

7. PUBLIC SHAREHOLDING SPREAD

As at LPD, the public shareholding spread of the Company stood at 52.53% excluding Treasury Shares held. The Board is mindful of the requirement to maintain the public shareholdings spread of at least 25% when implementing the Share Buy-Back.

8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Mandate, is of the opinion that the proposal is in the best interest of the Shareholders and the Company. The Board recommends that the Shareholders vote in favour of the resolution pertaining to the Proposed Renewal of Share Buy-Back Mandate to be tabled at the forthcoming 57th AGM.

9. SHAREHOLDERS' APPROVAL AND 57TH AGM

The Proposed Renewal of Share Buy-Back Mandate is subject to the approval of the shareholders of ANB at the forthcoming 57th AGM.

The 57th AGM, the Notice of which is enclosed in the Company's Annual Report 2026 and is also available on the Company's website at <https://ancomnylex.com/annual-general-meeting/>, will be held at Selangor 1 Ballroom, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 29 October 2026 at 11.30 a.m.

If you are unable to attend and vote in person at the 57th AGM, you may appoint a proxy(ies) to do so by completing and depositing the Proxy Form in accordance with the instructions therein at the Company's Share Registrar's office at Vistra Investor & Issuing House Services Sdn. Bhd. (formerly known as Tricor Investor & Issuing House Services Sdn. Bhd.) at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, to deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than 48 hours before the appointed time for the 57th AGM. You can also lodge the Proxy Form electronically (Please refer to the Administrative Guides for Shareholders).

The lodging of the Proxy Form does not preclude you from attending and voting in person at the 57th AGM should you subsequently wish to do so. If you do, your proxy shall be precluded from attending the 57th AGM.

This Statement is dated 30 September 2026.

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FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and its Directors individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no other facts the omission of which would make any information herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, ANB and its subsidiaries have not entered into any material contracts (not being contracts entered into in the ordinary course of business) within two (2) years immediately preceding the date of this Circular :

- (a) Heads of Agreement dated 22 April 2024 ("HOA"), Supplemental Agreement to the HOA dated 21 April 2025 and 2nd Supplemental Agreement to the HOA dated 22 October 2025 between ANB, Ancom Logistics Berhad (a subsidiary of the Company), Greenheart Sdn. Bhd., Choong Wee Keong, How Yoon For and Green Lagoon Technology Sdn. Bhd. for several proposed corporate proposals. These transactions have yet to be completed.
- (b) Share Sale Agreement dated 23 May 2025 entered into between Ancom Healthcare Sdn. Bhd. ("AHSB", a subsidiary of the Company) and Koay Hean Wei in respect of the proposed acquisition of 60% equity interest in H2H Medicare Group Sdn. Bhd. by AHSB for a total consideration of RM5,000,000. This transaction has been completed.
- (c) Share Sale Agreement dated 11 June 2025 entered into between Ancom Crop Care Sdn. Bhd. ("ACCSB", a subsidiary of the Company) and Lau Hau Kuak in respect of the proposed acquisition of 80% equity interest in Flexis Solutions Sdn. Bhd. by ACCSB for a total consideration of RM13,300,000. This transaction has been completed.
- (d) Conditional Subscription Agreement dated 22 October 2025 between the Company and Green Lagoon Technology Sdn. Bhd. ("GLTSB") for subscription of 2,702,072 new GLTSB shares at an issue price of RM8.1419 per share. This transaction has been completed.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Save as disclosed below, as at the LPD, the Group is not involved in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board is not aware and does not have any knowledge of any proceedings pending or threatened against the Group, or of any facts likely to give rise to any proceedings, which might materially or adversely affect the financial position or business of the Group:

High Court of Malaya at Kuala Lumpur Suit No. WA-22NCVC-87-02/2018

On 12 February 2018, Ancom Crop Care Sdn. Bhd. ("ACC", a subsidiary of the Company) and Hamshi Plantation Sdn. Bhd. ("Plaintiffs") filed a lawsuit at the High Court of Malaya at Kuala Lumpur as plaintiffs against Logix World (M) Sdn. Bhd. ("Logix") and Citra Semerbak Sdn. Bhd. ("Citra") (collectively referred to as "Defendants"), seeking and holding Logix and Citra jointly and severally liable for RM2,702,500 of unpaid goods sold and delivered to them plus 12.0% annual interest from 24 October 2017 until full and final settlement.

On 21 May 2019, the Plaintiffs filed the Substantive Application for Contempt against the directors of Logix. The Court had on 13 July 2020 found Logix's directors guilty of contempt and that the Plaintiffs have successfully proven their case against Logix's directors for interference with the administration of justice beyond reasonable doubt. The Court has on 15 October 2021, sentenced Logix's directors and awarded costs of RM15,000 and imposed a fine of RM10,000 per person.

The Kuala Lumpur High Court issued judgements on 10 February 2025, holding the Defendants liable to the Plaintiffs for a principal sum of RM1,762,500.00 along with 12% annual interest from 24 October 2017 until full payment, and costs totaling RM104,000.00. The Court dismissed the Defendants' application regarding misjoinder of parties and ordered them to pay additional costs of RM5,200.

Following the Court's decisions, the Plaintiffs has on 17 March 2025 filed the bankruptcy proceedings against the Directors of Logix. The Directors applied to stay these bankruptcy proceedings pending the disposal of the appeal in the Court of Appeal but has been dismissed by the Bankruptcy Court on 26 August 2025 and the Court recorded that an "act of bankruptcy" has been committed by the Directors on 26 August 2025. The next Court of Appeal hearing is scheduled on 11 November 2026. Subsequently, the next case management of the Bankruptcy Court is on 13 November 2026 to update the outcome of the Court of Appeal.

The Group is currently in the process of enforcing the judgment and recovering the awarded amount.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brickfields, 50470 Kuala Lumpur, Malaysia, during normal business hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the forthcoming 57th AGM:

- i. Constitution of ANB;
- ii. audited consolidated financial statements of ANB for the past two (2) financial years up to the FYE 31 May 2026 and the latest unaudited results since the last audited financial statements (if any); and
- iii. the material contracts referred to in Section 2 above; and
- iv. cause papers for the material litigations referred to in Section 3 above.

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